

**RESTATED BYLAWS
OF THE
COLORADO WATER CONGRESS**

In accordance with a resolution duly adopted by the Colorado Water Congress Board of Directors at a regularly held meeting on December 7, 2012, the following are adopted as the Bylaws of the Colorado Water Congress.

Article I. NAME

The name of the organization will be the Colorado Water Congress (hereinafter “Water Congress”).

Article II. OBJECTIVES AND PURPOSES

Section 1. Objectives

The objectives of this corporation will be to bring about institution and advancement of programs for the conservation, development, administration, and protection of the water resources of the State of Colorado, and to be the official association representing the water users of the State of Colorado in the National Water Resources Association, Inc.

Section 2. Purposes

Subject to the limitations hereinafter contained, the Water Congress will provide its membership with a forum for the discussion of water matters and to the end that, where possible, conflicts among water users may be resolved through the medium of mutual discussion of the facts and proposed solutions. It will provide, to the greatest extent possible, information for the membership.

Through the development of facts, dissemination of information and resolution of apparent conflicts, the Water Congress will make its influence felt to the greatest extent possible in each area of public authority over water matters.

In furtherance of these objectives, the Water Congress may cooperate with and support organizations working for the same general objectives.

Article III. LOCATION

The principal office of the Water Congress, where general business of the organization will be transacted and records of the organization will be kept, will be at such place in the State of Colorado as may be fixed from time to time by the Board of Directors (“Board”).

Article IV. MEMBERSHIP

Section 1. General

Membership will be available to any entity or person interested in supporting the objectives and purposes of the Water Congress that subscribes to its Articles of Incorporation and these Bylaws and makes timely payment of annual membership dues. Annual membership may be revoked by the Board, if in its sole discretion, the member does not meet these criteria.

Section 2. Classification of Membership

A. Sustaining Members

Entities and persons paying in full the dues at a level identified by the Board will be considered Sustaining Members. By resolution, the Board may limit the number of persons that may be sponsored by Sustaining Members. Sustaining members will be entitled to vote as described in Article V, Section 6.

B. Individual Members

Individuals may directly join the Water Congress as non-voting members.

C. Honorary Life Members

Honorary Life Membership may be awarded to persons in recognition of outstanding service in furthering the objectives and purposes of the Water Congress. Honorary Life Members will be selected by the Board. Honorary Life Members are not required to pay membership dues or registration fees for Water Congress events but retain all the rights and privileges of a Sustaining Member.

Section 3. Applications for Membership

Applications for membership will be filed with the Executive Director on a form to be approved by the Board and accompanied by the payment of annual membership dues. Staff will assign and the Management and Budget Committee will confirm the appropriate voting division for each Water Congress Member. The Board may approve or deny membership for all entities and individuals that seek to join with the Water Congress.

Section 4. Dues

Guidelines for annual membership dues will be determined by the Board.

Section 5. Renewal of Membership

Membership in the Water Congress may be renewed annually by payment in full of dues on or before the anniversary date of their membership. Failure to make timely payment will constitute grounds for termination of membership. Membership privileges will be suspended if such dues are delinquent by more than 90 days and terminated if delinquent more than 180 days.

Section 6. Primary Contact

Each member of the Water Congress will designate a Primary Contact who will ensure that the Water Congress has current contact information for their organization including persons who shall receive communications from the Water Congress.

Section 7. Designated Voting Representative

Each Sustaining Member will be responsible for selecting one Designated Voting Representative. This person is entitled to cast the votes of the Sustaining Member at General Membership and Special Business Meetings. No person will be entitled to represent more than one Sustaining Member. The Water Congress must be notified of any changes of the Designated Voting Representative at least 30 days prior to a meeting at which a vote will occur.

Article V. MEMBERSHIP MEETINGS

Section 1. General Membership Meetings

The purpose of General Membership Meetings will be to share information and gather the input of members regarding matters of importance to the Water Congress. Winter and Summer General Membership Meetings will be held each year at such time and place as directed by the Board.

Section 2. Special Business Meetings

The purpose of Special Business Meetings will be to consider items requiring substantial deliberation among Water Congress members including election of Board members from a Division. Special Business Meetings may be called by the Board or by written petition signed by at least 10% of the Water Congress Sustaining Members in good standing. Special Business Meetings will be held at such time and place as directed by the Board.

Section 3. Notice

Notice of the date, time, and location of General Membership and Special Business Meetings will be sent via email to Water Congress Members in good standing at least 30 days prior to the meeting. The notice will include the agenda, supporting materials for the meeting, method of voting (if applicable), and designated Chair and Vice-Chair of the meeting as approved by the Board.

Section 4. Quorum

A quorum for any General Membership Meeting will be considered to consist of those present at the meeting. A quorum for any Special Business Meeting will consist of at least 51 percent of the allowable votes.

Section 5. Voting

A. General Procedures

Unless waived by unanimous consent, only proposals listed for action on the meeting agenda will be voted on at General Membership or Special Business Meetings. Sustaining members must be in good standing with the Water Congress as certified

by the Management and Budget Committee in order to vote. The vote of a Sustaining Member will only be cast through its duly authorized Designated Voting Representative.

B. Voting Method

The method for voting on proposals at General Membership and Special Business Meetings will be designated on the meeting agenda. The allowable methods of voting will be determined by the Board and may include email ballot, written ballot distributed at the meeting, or voice vote if allowed by unanimous consent by those present at the meeting. Only Designated Voting Representatives may cast votes.

C. Number of Votes

Each Sustaining or Honorary Life Member in good standing will be entitled to vote on each matter submitted to a vote of the members. The number of votes that a Sustaining Member may cast on any proposal will be calculated by dividing their paid annual dues by \$50. The maximum number of votes per proposal will be limited to 30 votes per Sustaining Member. Each Honorary Life Member shall have 1 vote.

D. Approval of Proposals

A two-thirds majority of actual votes cast is required to take a position on a proposal. Abstentions do not count as votes.

Section 7. Attendees at Membership Meetings

All Membership Meetings will be open to the public.

Article VI. BOARD OF DIRECTORS

Section 1. Governance

The Water Congress will be governed by a Board of Directors (“Board”) comprised of members that reflect the diverse geographic and professional interests of the water community. Board members have legal and fiduciary obligations to the Water Congress membership to represent the best interests of the Water Congress.

Section 2. Board Duties

Responsibilities of the Board include periodically reviewing and approving the Water Congress mission and strategic direction, annual budget, programs, and key financial transactions. Board members are expected to volunteer time, raise funds, and be committed to ensuring the success of the Water Congress and its mission.

Section 3. Board Representation

Each Water Congress Member is assigned to a Voting Division that is represented by a Water Congress Board member. Voting Divisions are organized into three groups: Geographic, Municipal and Business, and Professional and Other Interests. Each year, Board members from one of the three groups will be selected for a three-year cycle.

A. Geographic Representation

Ten Directors will represent geographic areas. One Director will represent each of the following watersheds:

- Upper South Platte Watershed
- Lower South Platte Watershed
- Arkansas River Watershed
- Rio Grande Watershed
- Upper Colorado River Watershed
- Lower Colorado River Watershed
- Gunnison/Uncompahgre River Watershed
- North Platte/Laramie Watersheds
- Yampa/White Watersheds
- San Juan/Dolores/San Miguel Watersheds

B. Local Government and Business Representation

Ten Directors will represent local government and business interests as follows:

- Local Government Interests (six Directors)
 - East Slope
 - West Slope
 - Denver-Aurora-Boulder Combined Statistical Area (four directors)
- Business Interests (four Directors)
 - Commercial
 - Energy
 - Mining
 - Oil and Gas

C. Professional and Other Interests Representation

Ten Directors will represent professional and other interests. One Director will represent each of the following areas, except for Agriculture that will have two Directors:

- Irrigated Agriculture (two)
- Education
- Engineering
- Environmental
- Financial
- Ground Water
- Legal
- Recreational
- Water Quality

D. Ex-officio Members

The following individuals will be non-voting ex-officio members of the Board: Colorado Governor (or designee), Colorado Attorney General (or designee), Water Congress Federal Affairs Liaison, Immediate Past President (if not otherwise serving on the Board), and Water Congress Executive Director.

Section 4. Selection of Board Members

A. Nomination

Any Water Congress Sustaining Member in good standing may propose a person to represent their Voting Division in accordance with procedures approved by the Board. The Nominating Committee will review the applications and propose a slate of candidates based on knowledge, experience, level of interest, and other factors deemed relevant by the Committee. Geographic, gender, and age diversity for new Board members will be considered. If more than one candidate is selected by the Nominating Committee for any Voting Division, a Special Business Meeting for that Voting Division will be called to select their Board candidate.

B. Approval

The final slate of candidates must be confirmed by majority vote at the Winter Membership Meeting.

Section 5. Term

Each Board member will serve for a three-year term. There will be no limit on the number of consecutive terms.

Section 6. Removal of Director

The Board may remove a Director for reasons that include, but are not limited to, unexcused absences from consecutive board meetings, inability to act, conflicts of interest, inappropriate conduct, or at the request of the Director's sponsoring Sustaining Member or lapse of that member's Water Congress membership. At least 10 days' notice of the proposed removal will be given to the involved Director, who will be given an opportunity to be present and to be heard at the meeting at which the removal is considered. A two-thirds majority of the Board is required to remove a Director.

Section 7. Vacancies.

In the event of a vacancy, the Board will appoint a Director for the remainder of the term.

Section 8. Compensation and Expenses.

No compensation will be paid to any Director for services as a member of the Board. By resolution of the Board, reasonable expenses may be allowed for attendance at regular and special meetings of the Board or for special services rendered by any Director.

Article VII. BOARD MEETINGS

Section 1. Meetings

The Board will hold regular meetings at least four times each calendar year at such place and time as designated by the Board.

Section 2. Special Meetings

Special meetings of the Board may be called by the Board President or by a majority of the Board.

Section 3. Notice

Notice of regular and special meetings of the Board will be sent to the Board at least 10 calendar days prior to the day such a meeting is to be held. The Board may waive the notice requirement under extraordinary circumstances.

Section 4. Quorum

Fifteen Directors present in person or by proxy will constitute a quorum for transacting business. Board members may participate by telephone conference or similar communications equipment. Such participation will constitute presence in person at the meeting.

Section 5. Voting

A simple majority affirmative vote of the Directors voting is required to pass a motion before the Board at a meeting when a quorum is present. Matters of Water Congress policy, amendments to these Bylaws or matters to be presented for consideration at a General or Special Membership Business meeting, such as proposed resolutions or amendments to these Articles of Incorporation, will require a two-thirds majority of the entire Board, voting in person or by written proxy.

Section 6. Order of Conduct

The Board may choose to adopt its own rules such as the *Simplified Roberts Rules of Order* as the authority for all questions of procedure at any meeting of the Board.

Section 7. Attendees at Board Meetings

All meetings of the Board will be open to any Sustaining Member. During any meeting, the Board may choose to enter executive session, at which time only the members of the Board and any invited guests will be allowed in the session.

Article VIII. OFFICERS

Section 1. Titles, Election, and Term

No later than 10 calendar days following the Winter General Membership Meeting, the Board will elect from its members the officers of the Water Congress, that will include a President, Vice-President, Treasurer, Assistant Treasurer, and Secretary. Officers will hold offices for one year or until their qualified successors are elected or until their vacancy or removal as provided for in these Bylaws.

Section 2. Duties

The duties of these officers will be those which usually pertain to these officers. The President will act as Chair of the Board.

Section 3. Vacancy

A vacancy in any office may be filled for the unexpired portion of the term by a majority vote of the re Board.

Article IX. EXECUTIVE DIRECTOR AND STAFF

Section 1. Appointment

The Board may appoint an individual to serve as Executive Director of the Water Congress. Such Executive Director will hold office at the will of the Board subject to express contract provisions who will serve as an ex-officio member of the Board and all committees.

Section 2. Duties

The Executive Director will carry out the policies and programs of the Water Congress; make periodic reports of the operations to the Board; select staff members for positions authorized by the Board, assign their duties, and supervise their work; and perform such other duties as may be directed by the Board.

Section 3. Employee Handbook

Personnel procedures and employee benefits including leave time, paid holidays, and pension plan will be specified in the Water Congress Employee Handbook. The Board will approve the Employee Handbook and any changes thereto. All paid employees will be required to acknowledge receipt of a copy of the Employee Handbook.

Article X. COMMITTEES, WORKING GROUPS, AND SPECIAL PROJECTS

Section 1. Management and Budget Committee

A. Purpose

The Management and Budget Committee (“M&B Committee”) will be responsible for preparation of an annual budget to be presented to the Board for adoption and for the management of all financial affairs of the Water Congress.

B. Authority

The M&B Committee will, to the extent permitted by applicable statutes, have the authority of the Board between its regular meetings and perform such other duties as delegated to it by the Board. The delegation of authority to the M&B Committee will not operate to relieve the Board or any individual Director of any responsibility imposed by law. Actions of the M&B Committee will be ratified by the Board at their subsequent meeting.

C. Committee Members

The M&B Committee will consist of 10 members as follows: the Water Congress Officers and 5 Board members annually elected by the Board. The terms of the

members of the M&B Committee who serve by reason of holding one or more of the offices described in Article X will be coterminous with the terms of such offices.

D. Quorum

The Board President will chair the M&B Committee. Six M&B Committee members will constitute a quorum for transacting business. There will be no voting by proxy. The act of the majority of the voting M&B Committee members present at a meeting at which a quorum is present will be the act of the M&B Committee. When a quorum is present, a simple majority vote of the Directors is required to pass a motion before the M&B Committee.

E. Meetings

Unless otherwise determined by the M&B Committee, regular meetings of the M&B Committee will be held monthly, except in months of regularly scheduled Board meetings. Special meetings may be called by the Board President at such time and place as the Board President will designate. Notice of the Special Meetings will be sent to the M&B Committee via email at least 7 calendar days prior to the meeting.

Section 2. Other Committees, Working Groups, and Special Projects

The Board may authorize the establishment of other standing committees, working groups, or special projects and assign duties to them.

A. Nominating Committee

The purposes of the Nominating Committee are to recommend persons for consideration for the Aspinall Award and Board appointments. The Nominating Committee will develop written procedures for its activities that shall be confirmed by the Board. The Nominating Committee will strive to ensure that the Water Congress is truly representative of all regions of the state and every type of beneficial water use. The Nominating Committee will be composed of the 5 immediate past presidents who are still members in good standing and able and willing to serve. The most recent past president available to serve will Chair the committee.

B. Personnel Committee

The purposes of the Personnel Committee are to conduct annual performance reviews of the Executive Director, hear any employee complaint or grievance that cannot be resolved with the Executive Director in accordance with Water Congress Employee Handbook, and work on other personnel matters as assigned by the Board. The Personnel Committee consists of the President, Vice-President, and Immediate Past President of the Board.

C. Standing Committees

By resolution, the Board may establish standing committees in addition to the M&B Committee to consider matters of concern to the Board. The Chair and other leadership positions of any such committees will be appointed by the Board on an annual basis. Unless specifically delegated by the Board by resolution, such standing committees will not have any authority to bind the Board or the Water Congress or

exercise any power or authority reserved to the Board by law, the Articles of Incorporation, or these Bylaws.

D. Working Groups

By resolution, the Board may establish one or more working groups to undertake a limited scope of business during a limited period of time and make recommendations thereon to the Board. Working Groups will not have any authority to bind the Board or the Water Congress or exercise any power or authority reserved to the Board by law, the Articles of Incorporation, or these Bylaws.

E. Special Projects

Special Projects that promote the objectives and purposes of the Water Congress may be approved by the Board. The Water Congress will charge an administration fee on Special Projects equal to 5% of the Special Project's revenues collected and managed by the Water Congress.

Article XI. FISCAL REGULATION

Section 1. Fiscal Year

The Fiscal Year of the Water Congress will be the calendar year.

Section 2. Basis of Accounting

The Water Congress will operate on a cash basis for its method of accounting. Income is shown when funds are received and disbursements are shown when expenses are paid.

Section 3. Budget

The annual budget will be adopted prior to the start of the fiscal year. The budget may be amended by the Board at any time prior to and during the fiscal year for which it will have been adopted.

Section 4. Disbursement of Funds

No disbursement of Water Congress funds may be made unless there are sufficient funds to cover the proposed disbursement. All funds of the Water Congress will be deposited within 5 business days of receipt by the Executive Director or his designee, in a federally insured commercial bank or a federally insured savings and loan association. Funds in excess of \$4,000 or such other amount as may be authorized by the Board may be disbursed only on the signature of at least two of the following: the Executive Director, Treasurer and Assistant Treasurer.

Section 5. Fiscal Control

The Board will provide for annual reviews and/or audits of the financial accounts and records of the Water Congress by an independent Certified Public Accountant. Financial audits will be conducted every year or as the Board shall otherwise direct. Reviews and/or audits for the prior fiscal year will be completed by July 1 of the following year.

Article XII. NATIONAL WATER RESOURCES ASSOCIATION (NWRA)

Section 1. NWRA Membership

Membership in the National Water Resources Association is included as a benefit of membership in the Water Congress.

Section 2. Colorado Directors to NWRA

The Board will annually elect as many Directors to the NWRA as Colorado is allocated by the NWRA Board.

Section 3. Colorado Caucus Meetings

Meetings of the Water Congress members in caucus at the times of General or Special meetings of the NWRA will be called by a Colorado Director of the NWRA. The Secretary of such caucuses will be the Executive Director, or in his or her absence, such temporary Secretary as will be chosen by such caucus. The members present at such caucuses will have power to consider and act upon such matters of NWRA business and policy as may properly come before such caucuses, and to direct the Colorado delegates to such NWRA meeting to cast all Colorado votes on each proposed resolution properly submitted to a vote at such NWRA meeting. Action taken at such caucuses will be considered the action of the Colorado members of the NWRA and not an official action of the Water Congress unless such action will also be taken by vote of the Board.

Article XIII. WAIVERS OF NOTICE

Whenever notice is required by law, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by a Director or other person entitled to said notice, whether before, at, or after the time stated therein, or his appearance at such meeting in person or by proxy, will be the equivalent to such notice.

Article XV. INDEMNIFICATION

The Board may, in its discretion, make provision for indemnification of officers, directors, employees, and agents of the Congress.

Article XVI. AMENDMENTS

These Bylaws may be amended or repealed by a two-thirds majority of the entire Board voting in person or by proxy.

Restated Bylaws of the Water Congress, as amended January 30, 2013.